

BOULT
CUMMINGS
CONNERS
& BERRY_{PLC}

April A. Ingram
(615) 252-2302
Fax: (615) 252-6302
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LAW OFFICES
414 UNION STREET, SUITE 1600
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NASHVILLE, TENNESSEE 37219

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INTERNET WEB <http://www.bccb.com/>

May 2, 2000

VIA HAND DELIVERY

David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Application of Gabriel Communications of Tennessee, Inc. for a Certificate
of Convenience and Necessity as a Competing Telecommunications Service
Provider
Docket No. 00-00352

Dear Mr. Waddell:

Gabriel Communications of Tennessee, Inc. ("Gabriel" or "Applicant") hereby submits the enclosed Application, seeking authority to operate as a provider of facilities-based and resold telecommunications services within the state of Tennessee. An original and thirteen (13) copies are provided. Filed under separate cover are Attachments "D" and "E" to the Application, which contain proprietary information. Because this information is highly confidential and proprietary, Gabriel requests that the Tennessee Regulatory Authority not disclose this financial information to the public or to any of Gabriel's competitors.

Also enclosed is a check in the amount of \$25.00 for filing fees. Notice of this filing has been served on interested parties.

Please date-stamp one copy and return it to the undersigned in the postage-paid envelope provided.

If you have any questions concerning this matter, or if you require additional information, please give me a call at 252-2302.

May 2, 2000
Page 2

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

A handwritten signature in black ink, appearing to read "April A. Ingram", with a long horizontal flourish extending to the right.

By:
April A. Ingram

AAI/

cc: Carol Keith

STATE OF TENNESSEE
TENNESSEE REGULATORY AUTHORITY

**GABRIEL COMMUNICATIONS OF
TENNESSEE, INC.**

**Application for Certificate of Convenience
and Necessity as a Competing
Telecommunications Service Provider**

)
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) Docket 00-0035
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APPLICATION

Pursuant to applicable T.C.A Section 65-4-201 *et seq.*, Gabriel Communications of Tennessee, Inc. ("Gabriel") hereby applies for a certificate of convenience and necessity as a competing telecommunications provider to offer a full array of telecommunications services throughout the State of Tennessee. Gabriel seeks authority to offer local exchange, exchange access and interexchange telecommunications services on a resold and facilities-based basis throughout the State of Tennessee. Granting Gabriel's Application will promote the public interest because Gabriel will increase competition in the market and offer innovative and technologically advanced services to customers in the state. Gabriel is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing telecommunications services. In support of its Application, Gabriel submits the following:

1. The full name and address of the Applicant is:

Gabriel Communications of Tennessee, Inc.
16090 Swingley Ridge Road, Suite 500
Chesterfield, Missouri 63017
Telephone: 1-877-422-2622

Questions regarding this application and the contact name and address at the Company is:

Edward J. Cadieux
Director- Regulatory and Public Affairs
Gabriel Communications of Tennessee, Inc.
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017
Telephone: (636) 537-5743
Fax: (636) 733-5743

2. Names and Addresses of all Officers in Tennessee

The names and addresses of the Applicant's principal corporate officers responsible for Tennessee local operations are listed in Attachment A of this Application. At least initially, none of Gabriel's corporate officers or senior managers will be located in Tennessee.

3. Corporate Information

Gabriel is a wholly-owned subsidiary of Gabriel Communications Finance Company ("Gabriel Finance") which in turn is a direct wholly-owned subsidiary of Gabriel Communications, Inc. ("Gabriel Communications"). Gabriel was incorporated in the State of Delaware on March 29, 2000. A copy of Gabriel's Articles of Incorporation and amendments is provided in Attachment B and a copy of Gabriel's authorization to transact business in Tennessee is provided in Attachment C to this Application.

4. Repair and Maintenance Information

Gabriel understands the importance of effective customer service for local consumers. Gabriel customers may call the company at its toll-free customer service

number, which will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address.

5. Status of Gabriel in other states

Gabriel is licensed to provide local service in Missouri, Kansas, Oklahoma, Arkansas, Illinois, Ohio, and Indiana. No application for authority in a state has been denied.

6. Financial, Managerial, and Technical Qualifications

Gabriel possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below.

6A. Financial Qualifications

Gabriel has the financial ability to provide the proposed telecommunications services. Through its corporate parent, Gabriel Communications, Gabriel has successfully raised sufficient capital to deploy facilities and provide service in Tennessee and in other markets. Gabriel Communications is committed to providing Gabriel with financing sufficient for construction and on-going operation of its network.

The Gabriel management team has a demonstrated track record of raising the capital necessary to deploy sophisticated telecommunications networks and of successful financial management of on-going telecommunications operations. More specifically, Gabriel Communications has already raised approximately \$187 million in capital investment, including approximately \$97 million in an initial round of private equity financing in 1998, followed by establishment of a \$90 million dollar senior secured debt facility in

1999. Subscribers to these private financings include various large institutional investment companies.

Gabriel's Projected Financial Statements for the Years 2000, 2001, and 2002 are included with this Application as Attachment D. Gabriel's Audited Financial Statements as of December 31, 1999 are included with this Application as Attachment E. None of the amounts on the financial statements contained in Gabriel's Attachments are related to reciprocal compensation for terminating ISP traffic.

6B. Managerial Qualifications

As shown in Attachment F to this Application, Gabriel has the managerial experience to successfully operate a telecommunications enterprise in Tennessee. Gabriel has assembled a proven core management team with extensive telecommunications experience in the deployment of local exchange, long distance and data services in emerging competitive environments. A primary strategic focus will be to recruit, retain and motivate the needed additional technical, operational and sales personnel with experience in the evolving local exchange business. Robert A. Brooks, Gabriel Communications' Chairman of the Board has extensive experience in developing and managing emerging telecommunications ventures over the course of the last twenty years, including founding Brooks Fiber Properties, Inc., ("Brooks Fiber"). Gabriel Communications' Chief Executive Officer, Vice Chairman and Director is David L. Solomon. Mr. Solomon has substantial experience in telecommunications and finance, having served as Executive Vice President and Chief Financial Officer of Brooks Fiber. Mr. Solomon is also an investment director and founder of Meritage Private Equity Fund, L.P., a private investment fund specializing

in communications network and services companies, and was a partner at KPMG LLP.

Gerard J. Howe is Gabriel Communications' President, Chief Operating Officer and Director. Mr. Howe brings to the Company more than twenty years of operational and management experience in the telecommunications industry at companies including Brooks Fiber and SBC Communications.

6C. Technical Qualifications

Gabriel has the technical resources to provide the proposed services. Gabriel Communications was established in 1998 to provide integrated advanced communications and related services and has deployed competitive local exchange network facilities. Gabriel Communications currently has networks in St. Louis, Springfield, and Kansas City, Missouri; Kansas City and Wichita, Kansas; Little Rock, Arkansas; Tulsa and Oklahoma City, Oklahoma. Gabriel is in the process of deploying similar facilities to serve Indianapolis, Indiana; Columbus, Akron, Dayton, and Cincinnati, Ohio; and Louisville and Lexington, Kentucky. The Company is also expanding its St. Louis network to provide service to customers in the Illinois portion of the St. Louis metropolitan area. New networks in additional markets are expected to be announced later this year.

Gabriel is deploying its own digital circuit switches and state-of-the-art ATM packet switches, which it will connect to the networks of the serving incumbent local exchange carriers ("ILECs"). Gabriel will also connect to the networks of interexchange and other carriers (e.g., wireless carriers) either directly or through the tandem(s) of the ILEC. Gabriel will lease digital unbundled loops and dedicated transport, or dedicated access service from the ILEC (and other local exchange carriers) in order to reach end-

users. Additionally, Gabriel intends to deploy collocation facilities at incumbent LEC central offices, which will permit connection to standard unbundled loops and the offering of xDSL services. These leased facilities, when connected to Gabriel's equipment, will result in a network which allows integrated provision of voice, data, video, fax, Internet access and related services. Gabriel plans to install its switching platforms and related equipment in central network hubs to serve each of its markets, and will offer service to customers throughout its market areas by leasing lines from customer premises to Gabriel's hub. Through its combination of ATM packet switched and digital circuit switched technologies, Gabriel will offer customers an integrated set of telecommunications services and products, including local dial tone and advanced local features, exchange access, long distance, local area network interconnection, ATM and frame relay data transmission, Internet access and other services. Initially, Gabriel intends to offer service in the State in the Nashville and Memphis metropolitan areas.

Gabriel's services will satisfy the minimum standards established by the TRA. Gabriel will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which Gabriel seeks to compete. Gabriel will meet the minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA. Gabriel will comply with TRA rules, including Chapter 1220-4-8.

7. Proposed Service Area

Gabriel will initially offer service in Nashville and Memphis, Tennessee. However, as demand dictates Gabriel may expand its network and serving areas, therefore, Gabriel requests authority to provide service in all exchanges throughout the State of Tennessee.

8. Types of Local Exchange Service to be Provided

Gabriel seeks authority to provide a full range of local, exchange access, inter-exchange (Including interLATA and intraLATA) and switched and special access telecommunications services throughout the State of Tennessee. Gabriel intends to offer this broad range of telecommunications services through the use of its own switching facilities, combined with facilities leased from incumbent local exchange carriers or other facilities-based carriers, resold services and through a combination of these provisioning approaches. Consequently, Gabriel seeks certification to provide all of the services that can be provided by a local exchange company under the TRA's rules. Gabriel also seeks certification to provide all services that can be provided by facilities-based interexchange service providers and long distance resellers in Tennessee. Gabriel intends to provide access services as well as flat rate local exchange service, EAS service, toll restriction, call control options, tone dialing, custom calling services, caller ID, and other services. Gabriel will offer these services to business customers in its service areas. Gabriel will provide all those services required by TRA Rule 1220-4-8-.04(3)(b).

9. Public Interest and Necessity

The grant of a certificate of public convenience and necessity to Gabriel to provide

facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of interexchange, exchange access, and local exchange services. By increasing competition, Gabriel's provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, Gabriel's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. The presence of another authorized carrier will provide additional consumer choice, promote competition, lower prices, and stimulate development of additional telecommunications services.

10. Small and Minority-Owned Telecommunications Business Participation Plan

Included with the Application as Attachment G is Gabriel's Small and Minority-Owned Telecommunications Business Participation Plan.

11. IntraLATA Toll Dialing Parity Plan

Included with this Application as Attachment H is Gabriel's IntraLATA Toll Dialing Parity Plan.

12. Rural Telecommunications Companies and Telephone Cooperatives

Gabriel seeks statewide authority to the extent permitted by law. Unless otherwise permitted by federal or state law, Gabriel does not plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Gabriel also does not plan to provide such services in any

area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Gabriel reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

13. Regulatory Contacts

Edward J. Cadieux, Executive Director-Regulatory and Public Affairs, is knowledgeable about Gabriel's operations and will serve as the responsible regulatory person for the TRA to contact regarding Gabriel's filing requirements subsequent to certificate approval. Diane Powers, Director-Service Delivery, is responsible for customer care matters. She can be contacted at 1-800-400-5230. Either Mr. Cadieux or Ms. Powers can be contacted at the address listed in paragraph one of this Application.

14. Mergers, Acquisitions, and Corporate Structure

Gabriel has not been involved in any pertinent mergers or acquisitions. Attachment I is a chart showing Gabriel's corporate structure.

15. Customer Deposits and Non-Recurring Charges

Gabriel does not often require customer deposits but may request them in certain circumstances. Gabriel will state the terms, conditions, and amounts for such deposits in its tariffs. Gabriel is not bonded for the amount of the deposits. Gabriel may require certain non-recurring charges for initiating service. These charges will also be included in Gabriel's tariffs.

16. Pre-Filed Testimony

Attachment J is the pre-filed testimony of Edward J. Cadieux.

17. Statement of Compliance

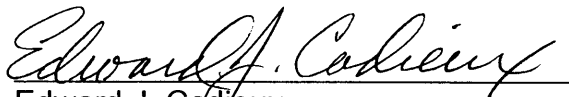
Gabriel agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the TRA.

18. Conclusion

Gabriel respectfully requests that the TRA grant a certificate of convenience and necessity as a competing telecommunications service provider to offer a full array of local exchange, interexchange, and exchange access telecommunications services throughout Tennessee and grant such other relief it deems necessary and proper.

Respectfully submitted this 1st day of May, 2000.

Respectfully Submitted,



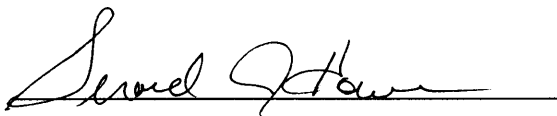
Edward J. Cadieux
Director- Regulatory and Public Affairs
Gabriel Communications of Tennessee, Inc.
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017
(636) 537-5743

VERIFICATION

STATE OF MISSOURI

COUNTY OF ST. LOUIS

Gerard J. Howe, being first duly sworn, deposes and says: That he is the President of Gabriel Communications of Tennessee, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Gabriel Communications of Tennessee, Inc. to verify that the contents of the application are true.



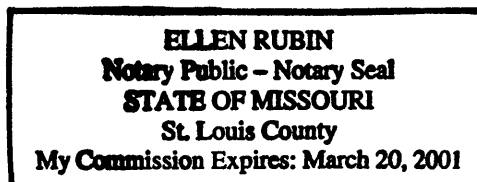
Gerard J. Howe
President
Gabriel Communications of Tennessee, Inc.
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017
(636) 537-5701

Subscribed and sworn to me this

1st day of May, 2000



Notary Public
State of Missouri



My Commission expires: _____

NOTICE OF FILING

Gabriel Communications of Tennessee, Inc. has filed an Application with the Tennessee Regulatory Authority for a Certificate of Convenience and Necessity as a Competing Telecommunications Service Provider. The undersigned hereby certifies that a copy of this notice and a copy of the Application has been served on the following persons via U.S. Mail this 2nd day of May, 2000:

Guy M. Hicks
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

T. G. Pappas, Esq.
Bass, Berry & Sims
2700 First American Center
313 Deaderick Street
Nashville, Tennessee 37238-2700

James B. Wright, Esq.
United Telephone-Southeast, Inc.
14111 Capital Boulevard
Wake Forest, NC 27587-5900

Ardmore Telephone Company, Inc.
Terry Wales, General Manager
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone of Adamsville
David Dickey, Division Manager
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
Don Ray Fannon, Division Manager
P.O. Box 100
57 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale, Inc.
Terry Crutchfield, Division Manager
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Telephone Company of Tennessee
Citizens Telecommunications Company of the Volunteer State
Mike Swatts, State Regulatory Director, South
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

TDS Telecom-Tellico Telephone Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

Loretto Telephone Company, Inc.
Louise Brown, President
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
W. S. Howard, President
4880 Navy Road
Millington, TN 38053

Sprint-United
Steve Parrott
Director-Regulatory Affairs
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange, Inc.
Jerry R. Parkerson, Manager
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County Telephone Company
Bernard R. Arnold, Manager
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552


TDS Telecom-Tennessee Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034



April A. Ingram

Attachments

Attachment A	Names and Addresses of Gabriel's Corporate Officers
Attachment B	Articles of Incorporation and Amendments
Attachment C	Authorization to Transact Business in Tennessee
Attachment D	Projected Financial Statements for 2000, 2001, and 2002
Attachment E	Audited Financial Statements as of December 31, 1999
Attachment F	Biographies of Senior Executive Team
Attachment G	Small and Minority-Owned Business Participation Plan
Attachment H	IntraLATA Dialing Parity Plan
Attachment I	Corporate Structure Chart
Attachment J	Pre-Filed Testimony of Edward J. Cadieux

Attachment A
Names and Addresses of Gabriel's Corporate Officers

Chairman
Robert A. Brooks
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice Chairman and Chief Executive Officer
David L. Solomon
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

President and Chief Operating Officer
Gerard J. Howe
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Executive Vice President- Corporate Development and Legal Affairs and
Secretary
John P. Denneen
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Senior Vice President, Chief Financial Officer and Treasurer
Thomas P. Erickson
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Senior Vice President- Administration and Assistant Secretary
Marguerite A. Forrest
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Senior Vice President- Finance and Corporate Development
Michael E. Gibson
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice President- Engineering
Brian L. Butler
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice President-Marketing
Larry L. Britt
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice President- Operations
Thomas Gaffuri
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice President- Information Technology
Christopher A. Thornton
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Vice President- Planning
Janet M. Wendel
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017

Assistant Secretary
Connie Walsh
211 North Broadway, Suite 3600
St. Louis, MO 63102

Attachment B
Articles of Incorporation and Amendments

State of Delaware
Office of the Secretary of State

PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GABRIEL COMMUNICATIONS OF TENNESSEE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3202990 8100

001159256



Edward J. Freel, Secretary of State

AUTHENTICATION: 0347791

DATE: 03-29-00

**CERTIFICATE OF INCORPORATION
OF
GABRIEL COMMUNICATIONS OF TENNESSEE, INC.**

FIRST: The name of the Corporation is Gabriel Communications of Tennessee, Inc.

SECOND: Its registered office in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares common stock, par value \$.01 per share.

FIFTH: The name and mailing address of the incorporator is Connie B. Walsh, 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102.

SIXTH: All corporate powers of the Corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or by applicable law. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

(i) to adopt, amend or repeal By-laws of the Corporation, subject to the right of the stockholders of the Corporation entitled to vote with respect thereto to adopt, amend or repeal By-laws made by the Board of Directors; and

(ii) from time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as provided by applicable law or the By-laws of the Corporation or as authorized by resolution of the stockholders or Board of Directors of the Corporation.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director; provided, however, that the foregoing shall not be deemed to eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. This provision is not intended to eliminate or narrow any defenses to or protection against liability otherwise available to directors of the Corporation. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

EIGHTH:

A. Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or a person of whom such person is a legal representative is or was a director or officer of the Corporation or is or was serving at the request

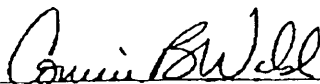
of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the General Corporation Law of the State of Delaware, as amended from time to time, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably paid or incurred by such person in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall include the right to be paid by the Corporation the expenses incurred in defending any such action, suit or proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such person to repay such amount if ultimately it should be determined that such person is not entitled to be indemnified by the Corporation under the General Corporation Law of the State of Delaware. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-law, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article Eighth.

B. The Board of Directors may adopt By-laws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware, as amended from time to time, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or agent of any other corporation, or as the representative of the Corporation in a partnership, joint venture, trust or other entity, against any expense, liability or loss asserted against or incurred by any such person in any such capacity or arising out of any such status, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss.

NINTH: To the maximum extent permitted by law, in the event that either the Corporation or any stockholder of the Corporation acquires knowledge of any potential transaction, agreement, arrangement or other matter which may be an opportunity for both the Corporation and such stockholder, neither the Corporation nor such stockholder will have any duty to communicate or offer such opportunity to the other and such stockholder will not be liable to the Corporation for breach of any fiduciary or other duty, as a stockholder or otherwise, and the Corporation will not be liable to such stockholder, by reason of the fact that the Corporation or such stockholder, as the case may be, pursues or acquires such opportunity for itself or does not communicate such opportunity or information regarding such opportunity to such stockholder or the Corporation, as the case may be.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate on the 29th day of March, 2000.



Connie B. Walsh, Incorporator

Attachment C
Authorization to Transact Business in the State of Tennessee

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/31/00

REQUEST NUMBER: 3868-2997

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 03/30/00 1119

EFFECTIVE DATE/TIME: 03/30/00 1119

CONTROL NUMBER: 0387250

TO:

CSC USC

1013 CENTRE RD

WILMINGTON, DE 19805

RE:

GABRIEL COMMUNICATIONS OF TENNESSEE, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 03/31/00

FROM:

CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD

WILMINGTON, DE 19805-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002657028
ACCOUNT NUMBER: 00250881



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
FILED
MAR 30 2000
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Gabriel Communications of Tennessee, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 3/29/00 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is

16090 Swingley Ridge Road, Suite 500, Chesterfield, MO 63017
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

500 Tallan Building Chattanooga Hamilton 37402-2571
Street City County Zip Code

Corporation Service Company
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) See Attachment A

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See Attachment A

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) NA

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

3/30/00

Signature Date

Assistant Secretary

Signer's Capacity

GABRIEL COMMUNICATIONS OF TENNESSEE, INC.

Name of Corporation

Connie B. Walsh

Signature

Connie B. Walsh

Name (typed or printed)

Attachment A

**OFFICERS
OF
GABRIEL COMMUNICATIONS OF TENNESSEE, INC.**

RECEIVED
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00 MAR 30 AM 11:19

Chairman

Robert A. Brooks
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice Chairman and Chief Executive Officer

David L. Solomon
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

President and Chief Operating Officer

Gerard J. Howe
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Executive Vice President - Corporate
Development and Legal Affairs and Secretary

John P. Denneen
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Senior Vice President,
Chief Financial Officer and Treasurer

Thomas P. Erickson
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Senior Vice President-Administration
and Assistant Secretary

Marguerite A. Forrest
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Senior Vice President-Finance and
Corporate Development

Michael E. Gibson
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice President-Engineering

Brian L. Butler
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice President-Marketing

Larry W. Britt
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice President-Operations

James A. Sliger
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice President-Information Technology

Christopher A. Thornton
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Vice President-Planning

Janet M. Wendel
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Assistant Secretary

Connie B. Walsh
211 N. Broadway
Suite 3600
St. Louis, MO 63102

Attachment A

**DIRECTORS
OF
GABRIEL COMMUNICATIONS OF TENNESSEE, INC.**

RECEIVED
OFFICE OF THE SECRETARY OF STATE
00 MAR 30 AM 11:19
RILEY CARROLL
SECRETARY OF STATE

Gerard J. Howe
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

Thomas P. Erickson
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

John P. Denneen
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

ATTACHMENT "D"

PROJECTED FINANCIAL STATEMENTS

This attachment contains information that is confidential and proprietary, and is being submitted separately under seal.

ATTACHMENT "E"

AUDITED FINANCIAL STATEMENTS

This attachment contains information that is confidential and proprietary, and is being submitted separately under seal.

Attachment F
Biographies of Senior Executive Team

GABRIEL COMMUNICATIONS, INC. – MANAGEMENT TEAM

Officers and Senior Managers

Robert A. Brooks, Chairman of the Board

Mr. Brooks, a co-founder of Gabriel, has extensive experience in developing and managing emerging telecommunications ventures over the course of the last twenty years. In 1981 Mr. Brooks founded CenCom Cable Associates with an initial capitalization of approximately \$300,000. At the time of its 1991 purchase by Crown Media in a transaction valued at over \$1 billion, CenCom Cable Associates was one of the largest cable operators in the United States. In 1993, Mr. Brooks founded Brooks Fiber Properties, Inc., (“BFP”) with twenty-one employees and \$41 million in venture capital. By January 1998, BFP had grown to over 2,000 employees when purchased by WorldCom (now MCIWorldCom) in a transaction valued at approximately \$3.2 billion. Mr. Brooks has also served as a founding Director for a number of corporations, including most recently, OneComm, Inc. and ChemDesign Corporation.

David L. Solomon, Chief Executive Officer, Vice Chairman and Director

Mr. Solomon is an experienced telecommunications entrepreneur. He served as Executive Vice President and Chief Financial Officer of BFP from 1994 (until its acquisition by WorldCom in 1998) where he played a major role in BFP’s capital raising and growth activities, raising more than \$1.5 billion of debt and equity and completing numerous acquisitions. Prior to joining Gabriel Mr. Solomon served as an advisor to Diginet Americas, Inc., a competitive telecommunications provider with operations throughout South America. He is also an investment director and founder of Meritage Private Equity Fund, L.P., a private investment fund specializing in communications network and services companies. Prior to joining BFP Mr. Solomon was a partner of KPMG LLP, where he gained more than thirteen years’ public company accounting and financial experience. He is a member of the American Institute and Tennessee Society of CPAs.

Gerard J. Howe, President, Chief Operating Officer and Director

Mr. Howe, a co-founder of Gabriel, brings to the Company more than twenty years of operational and management experience in the telecommunications industry. Mr. Howe most recently served as Sr. Vice President of Finance at BFP where he oversaw the Company’s financial operations. Prior to joining BFP, Mr. Howe spent eighteen years with SBC Communications (Southwestern Bell) and held a number of executive positions in Operations, Finance, Regulatory and Information Processing. From 1993 to 1995, Mr. Howe served as an executive and Director of SBC CableComms, U.K., a UK-based cable television /telephony business in its formative stages of development. During his tenure in the UK, Mr. Howe was responsible for all aspects of financial operations, corporate development, human resources and regulatory & legislative affairs. Prior to his assignment in the UK, Mr. Howe served as Vice President, Chief Financial Officer and a Director of Southwestern Bell Yellow Pages.

John P. Denneen, Executive Vice President – Corporate Development and Legal Affairs, Secretary and Director

Mr. Denneen has more than thirty years' experience in U.S. and international corporate and business law, with particular emphasis on securities transactions, mergers and acquisitions, corporate finance and joint ventures. Prior to joining Gabriel in August, 1999, Mr. Denneen was a senior partner of Bryan Cave LLP (a leading international law firm) for over twelve years where he headed the legal teams that assisted BFP in issuing more than \$1.5 billion of debt and equity securities and completing numerous acquisitions, concluding with its \$3 billion merger with WorldCom, Inc. While at Bryan Cave LLP, Mr. Denneen also represented several other competitive telecommunications providers in connection with their capital raising activities.

Thomas P. Erickson, Sr. Vice President – Chief Financial Officer and Director

Mr. Erickson has over twenty years experience in public accounting, most recently as a tax partner in the St. Louis office of KPMG Peat Marwick. Mr. Erickson has extensive knowledge of corporate debt and equity structuring, mergers and acquisitions and accounting methods and procedures. Mr. Erickson was the engagement partner for BFP. He also served as the engagement partner for several information and communication clients as well as several emerging companies which went public. Mr. Erickson's clients included SBC Communications, WorldCom, CompuServe, River City Broadcasting, Hollinger International, Emerson Electric Co. and Ultradata Systems, Inc. Mr. Erickson is a Certified Public Accountant licensed in the State of Missouri. He is a member of the American Institute of Certified Public Accountants and the Missouri Society of CPAs.

Marguerite A. Forrest, Senior Vice President - Human Resources and Administration and Assistant Corporate Secretary

Ms. Forrest brings to Gabriel more than twenty years of professional management, operational, and technical experience in the telecommunications industry. Most recently, Ms. Forest served as Vice President and Assistant Secretary for Brooks Fiber Properties, Inc. She was a member of the start-up management team since that corporation was founded in 1993, charged with the responsibilities for human resources, corporate administration and shareholder communication. Previous management and technical experience included responsibility for drafting and system design activities for CenCom Cable Associates, Group W Cablevision and Telcom Engineering, Inc.

Michael E. Gibson, Senior Vice President – Finance and Corporate Development

Mr. Gibson is highly experienced in financial operations in the telecommunications industry, most recently employed as a financial advisor to telecommunications start-up companies where he played a major role in negotiating and closing over \$250 million of debt/equity financing during 1999. He served as Vice President and Treasurer of BFP from its inception in 1993 until its acquisition by WorldCom in 1998) where he oversaw all activities related

to financial operations, financial planning and analysis, including acquisitions, treasury, SEC reporting and risk management. Prior to joining BFP, Mr. Gibson served as a Finance Director for Cencom Cable for five years, with responsibility for budgeting, financial planning, accounting, payment processing and human resources. Prior to joining Cencom, Mr. Gibson was an audit manager at Arthur Andersen & Co., where he gained extensive experience in providing auditing and business advisory services, mainly to telecommunications and cable television companies.

Larry W. Britt, Vice President of Marketing

Mr. Britt has over nineteen years of sales, marketing and product development experience in the telecommunications industry. He most recently served as Vice President-Marketing at BFP for nine months and managed a staff of twenty-five marketing and sales support personnel. He was responsible for BFP's marketing to the business segment including product development, product management, pricing, sales training, advertising and promotion. Prior to BFP, Mr. Britt spent eighteen years at Sprint, where he held a variety of sales and marketing positions in both the wireline and wireless businesses. In his final position as Director of Market and Channel Development, Mr. Britt was responsible for marketing communications, including a \$20 million advertising and promotion budget, market management and segmentation analysis. At Sprint, Mr. Britt also managed product and sales training functions and spearheaded the development of customer acquisition and retention programs.

Brian L. Butler, Vice President of Engineering

Mr. Butler has eighteen years of operational and management experience in the industry. He most recently served as Vice President of Network Management and Service Operations at BFP, where he was responsible for network monitoring, service deliver, customer care and technical support. Additionally, he was the operations representative in the selection and implementation BFP's operational support systems. Prior to his two years at BFP, Mr. Butler spent nine years in various operational, planning, service and systems roles at WilTel, now part of MCIWorldCom. As Director of International Operations, he designed and executed WilTel International's frame relay network and operation plan. As Director of Information Technology at WilTel Communications, he led the design and coding of an integrated business and operational support system.

Christopher A. Thornton, Vice President – Information Technology

Prior to joining Gabriel, Mr. Thornton was an attorney and director of information technology at the law firm of Husch and Eppenger, LLC in St. Louis, where he directed the conversion of that firm's internal operational support systems.

Janet M. Wendel, Vice President – Planning

Ms. Wendel has over seven years experience in financial modeling, reporting and analysis. Prior to joining Gabriel, Ms. Wendel served as Corporate Finance Manager for BFP where she was responsible for financial planning, analysis,

treasury operations and risk management functions, including new market analysis, external financial reporting and participation in BFP's public debt and equity offerings. Prior to her tenure at BFP, Ms. Wendel was a Senior Consultant at Arthur Andersen LLP.

Edward J. Cadieux, Executive Director of Regulatory and Public Affairs

Mr. Cadieux has over eighteen years of experience in telecommunications regulatory law and policy. He most recently served in MCIWorldCom's Law and Public Policy department as a State Regulatory Director, and immediately prior thereto served as Regional Regulatory Director at BFP for three years. Prior to joining BFP, Mr. Cadieux represented MCI as in-house Regulatory Counsel in state regulatory proceedings for eight years. Previously he held various positions on the legal staffs of public utility regulatory agencies in Massachusetts and Missouri. He has specific expertise in state and federal telecommunications law and policy and interconnection agreement negotiation and enforcement.

Kevin J. Keaveny, Director – Vendor Management and Procurement

Mr. Keaveny has over fifteen years of operational and engineering experience in the industry. He previously served as the Director of Network Management at BFP for the last three years, where he had direct management responsibility for BFP's two Network Operations Centers. He has specific expertise in the areas of design and implementation of network management systems and data network infrastructure. Prior to joining BFP, Mr. Keaveny managed network conversions and turnkey system implementations at GTE. Previously, Mr. Keaveny held various system engineering positions with Nortel and Bell Canada, Inc.

Gregory P. Pace, Director of Network Planning

Mr. Pace brings over twenty years of technical telecommunications experience to Gabriel. He co-founded a voice and fax services company, Hanover Communications, in late 1995. He led the development staff to complete the initial design of the service platform, write the program language, and develop the necessary interfaces. Prior to Hanover, Mr. Pace occupied various engineering and planning positions with Southwestern Bell Telephone Company beginning in 1978. He spent his last nine years with Southwestern Bell's research and development subsidiary as a member of the technical staff concentrating on voice response, fax, and speech technologies.

Richard G. Sikora, Director – Voice Products

Mr. Sikora has over twelve years of marketing, product development, project management and pricing experience. For the past year, he resolved marketing, training and regulatory issues while deploying new local service in 34 markets with MCIWorldCom. He previously worked at BFP for one year as the Director of Pricing and Tariffs. While at BFP, he managed CLEC service pricing, competitive analysis and sales support activities. Prior to BFP, he was a co-founder of a start-up telecommunications software development company where he developed and sold various competitive analysis tools to RBOC and IXC

customers. Mr. Sikora also worked at McDonnell Douglas for eight years in various roles including technical product marketing, project management, and industrial engineering.

Attachment G
Small and Minority-Owned Business Participation Plan

Pursuant to T.C.A. Section 65-5-212, as amended, Gabriel Communications of Tennessee ("Gabriel") submits this small and minority-owned Telecommunications business participation plan ("Plan") with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Gabriel is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Gabriel will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Gabriel will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Gabriel of such opportunities. Gabriel's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Gabriel will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business is a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Gabriel's plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Gabriel's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Kevin Keaveny
Gabriel Communications of Tennessee, Inc.
16090 Swingley Ridge Rd., Suite 500
Chesterfield, MO 63017
Tel: 1-877-422-2622

The Administrator's responsibilities will include:

- (1) maintaining an updated plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority;
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan;
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212;
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority;
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses; and,
- (8) providing information and education activities to persons within Gabriel and training of such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned business assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Gabriel will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Gabriel will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Gabriel will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Gabriel will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Gabriel Communications of Tennessee, Inc.

By: Edward J. Cadieux

Dated: May 1, 2000

Attachment H
IntraLATA Dialing Parity Plan

I. Purpose

In compliance with the Federal Communications Commission ("FCC") rules delineated in 47 C.F.R. 51.207 through 51.215, Gabriel Communications of Tennessee ("Company") files its plan for implementing IntraLATA Toll Dialing Parity ("Plan") in areas and LATAs in the State of Tennessee in which the Company provides service.

The intent of this Plan is to permit customers to select and subsequently route intraLATA toll calls automatically without the use of access codes, to the interexchange carriers ("IXCs") that have established themselves as Access Customers of the Company ("Participating Carrier").

II. Implementation Schedule

Gabriel will offer dialing parity for intraLATA toll in all of its Tennessee exchanges concurrent with its market entry into Tennessee exchanges.

III. Carrier Selection Procedures

The Company will implement the full 2-PIC carrier selection methodology. With the full 2-PIC methodology, customers will be able to subscribe to one Participating Carrier for their interLATA toll calls and to subscribe to the same or a different Participating Carrier for their intraLATA toll calls.

Company employees who communicate with the public, accept service orders and serve in customer service capacities will be trained to explain the availability of 2-PIC equal access, and to assist customers in making the initial PIC selection or in changing a PIC selection.

IV. Carrier Notification

An IXC that desires to become an Access Customer and a Participating Carrier shall notify the Company by requesting and completing the Carrier Participation Form. The request for this Form may be made by telephone or email to the designated Company carrier relations contact. Once the Carrier Participation Form has been returned to the Company and an Access Service Request has been processed, that carrier will be added to the alphabetical list of Participating Carriers maintained in each business office.

V. New Customers

Customers contacting the Company to request new local exchange service will be informed of the opportunity to select both an intraLATA and interLATA PIC at no charge. If requested by the customer, the Company will provide an alphabetical list of Participating Carriers. New customers who do not make an affirmative selection of an intraLATA toll service provider will be

identified in the Company records as a “no-PIC” and will not be defaulted to a toll service provider. New customers identified in the Company records as a “no-PIC” will be required to dial the access code 101XXXX where XXXX represents the identification code of the carrier they desire to use. The use of the access code will be required for placement of each intraLATA toll call until they make an affirmative selection.

VI. Existing Customers

IntraLATA presubscription will be available from the date of the Company’s market entry, so there will not be any existing customers for which presubscription was not available prior to the Company’s market entry.

VII. Initial PIC Request

A customer’s initial PIC request will be made at no charge for the first six (6) months after intraLATA presubscription services become available. After the first six (6) months, the Company will charge customers the intraLATA PIC Change Charge at tariffed rates. An initial application of “no-PIC” will, for purposes of applying the PIC Change Charge, be viewed as an affirmative PIC selection.

VIII. PIC Change Request from a Customer

A customer’s request to change his/her current intraLATA PIC will be accepted and processed by the Company in accordance with FCC PIC change procedures. The customer will incur the tariffed non-recurring PIC Change Charge.

IX. PIC Change Request from a Participating Carrier

A customer’s request to change his/her current intraLATA PIC received by the Company from a Participating Carrier on behalf of said customer will be accepted and processed by the Company in accordance with current FCC PIC change procedures. The customer will incur the tariffed non-recurring PIC Change Charge.

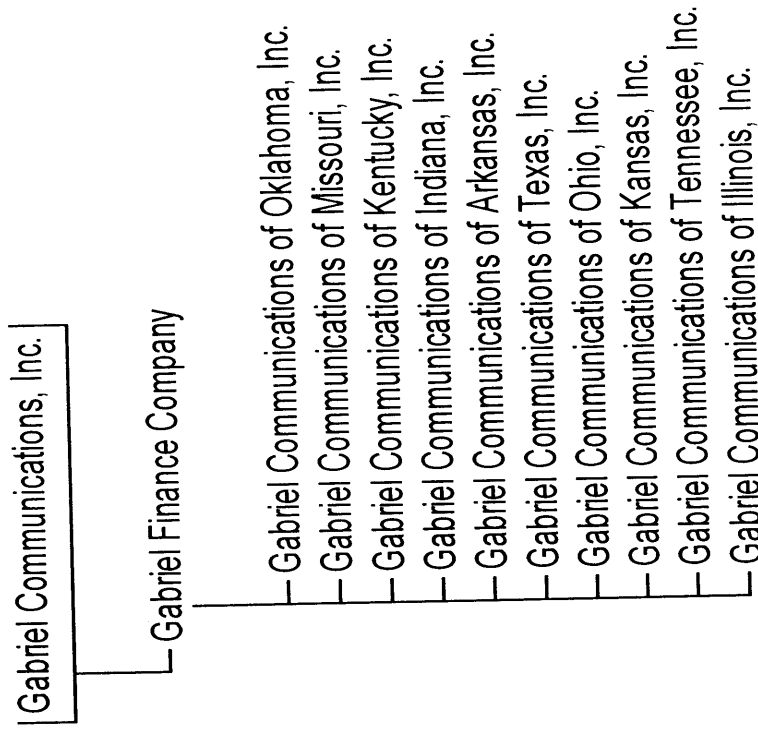
X. Cost Recovery

As stated in Section 51.215 of FCC Order 96-333, CC Docket No. 96-98, “a LEC may recover the incremental costs necessary for the implementation of toll dialing parity. Some carriers have imposed these costs through an increase to the Carrier Common Line charge. Gabriel does not plan to recover the costs for intraLATA dialing parity. The switches Gabriel purchases are dialing parity-capable at the time of market entry so there is no special cost investment necessary to permit Gabriel to provide this service.

Attachment I
Corporate Structure Chart

Gabriel Communications, Inc.

Corporate Structure



Attachment J
Pre-Filed Testimony of Edward J. Cadieux

STATE OF TENNESSEE

TENNESSEE REGULATORY AUTHORITY

GABRIEL COMMUNICATIONS OF)
TENNESSEE, INC.)
Application for Certificate of Service)
Authority and Certificate of Exchange)
Service Authority authorizing the) TRA Docket No. 00-_____
provision of resold and facilities-based)
exchange and interexchange)
telecommunications services and for)
related relief)

PRE-FILED TESTIMONY OF EDWARD J. CADIEUX

I, Edward J. Cadieux, do hereby testify as follows in support of the application of Gabriel Communications of Tennessee, Inc. ("Gabriel") for a certificate of convenience and necessity as a competing telecommunications service provider to provide telecommunications services throughout the State of Tennessee:

Q: Please state your full name, business address and title.

A: My name is Edward J. Cadieux and my business address is 16090 Swingley Ridge Rd., Suite 500, Chesterfield, Missouri, 63017. I am Gabriel's Executive Director-Regulatory and Public Affairs.

Q: Are all statements in Gabriel's application for a certificate of convenience and necessity filed before the Tennessee Regulatory Authority true and correct to the best of your knowledge, information, and belief?

A: Yes.

Q: Please describe the current corporate structure of Gabriel.

A: Gabriel was incorporated in Delaware and is a wholly-owned subsidiary of Gabriel Communications Finance Company ("Gabriel Finance"), which in turn is

a direct wholly-owned subsidiary of Gabriel Communications, Inc. ("Gabriel Communications").

Q: Does Gabriel possess the requisite managerial, financial, and technical abilities to provide the service for which it has applied for authority?

A: Yes.

Q: Please describe Gabriel's financial qualifications.

Through its corporate parent, Gabriel Communications, Gabriel has successfully raised sufficient capital to deploy facilities and provide service in Tennessee and in other markets. More specifically, Gabriel Communications has already raised approximately \$187 million in capital investment, including approximately \$97 million in an initial round of private equity financing in 1998, followed by establishment of a \$90 million dollar senior secured debt facility in 1999. Subscribers to these private financings include various large institutional investment companies. The Gabriel management team has a demonstrated track record of raising the capital necessary to deploy sophisticated telecommunications networks and of successful financial management of on-going telecommunications operations. Gabriel Communications is committed to providing Gabriel with financing sufficient for construction and on-going operation of its network. Gabriel has never been in default of any material financial obligation. Gabriel has provided the TRA with audited financial statements of its parent company as of December 31, 1999. Gabriel has also provided the TRA with a three-year capital budget and projected financial statements to demonstrate its financial viability.

Q: Please describe Gabriel's managerial and technical qualifications.

A: As described in the biographical information accompanying its application, Gabriel has assembled a proven core management team with extensive telecommunications experience in the deployment of local exchange, long distance and data services in emerging competitive environments. A primary strategic focus will be to recruit, retain and motivate the needed additional technical, operational and sales personnel with experience in the evolving local exchange business. Robert A. Brooks, Gabriel Communications' Chairman of the Board has extensive experience in developing and managing emerging telecommunications ventures over the course of the last twenty years, including founding Brooks Fiber Properties, Inc., ("Brooks Fiber"). Gabriel Communications' Chief Executive Officer, Vice Chairman and Director is David L. Solomon. Mr. Solomon has substantial experience in telecommunications and finance, having served as Executive Vice President and Chief Financial Officer of Brooks Fiber. Mr. Solomon is also an investment director and founder of Meritage Private Equity Fund, L.P., a private investment fund specializing in communications network and services companies, and was a partner at KPMG LLP. Gerard J. Howe is Gabriel Communications' President, Chief Operating Officer and Director. Mr. Howe brings to the Company more than twenty years of operational and management experience in the telecommunications industry at companies including Brooks Fiber and SBC Communications.

Gabriel Communications was established in 1998 to provide integrated advanced communications and related services and has deployed competitive

local exchange network facilities. Gabriel Communications currently has networks in St. Louis, Springfield, and Kansas City, Missouri; Kansas City and Wichita, Kansas; Little Rock, Arkansas; Tulsa and Oklahoma City, Oklahoma. Gabriel is in the process of deploying similar facilities to serve Indianapolis, Indiana; Columbus, Akron, Dayton, and Cincinnati, Ohio; and Louisville and Lexington, Kentucky. The Company is also expanding its St. Louis network to provide service to customers in the Illinois portion of the St. Louis metropolitan area. New networks in additional markets are expected to be announced later this year.

It is deploying its own digital circuit switches and state-of-the-art ATM packet switches, which it will connect to the networks of the serving incumbent local exchange carriers ("ILECs"). Gabriel will also connect to the networks of interexchange and other carriers (e.g., wireless carriers) either directly or through the tandem(s) of the ILEC. Gabriel will lease digital unbundled loops and dedicated transport, or dedicated access service from the ILEC (and other local exchange carriers) in order to reach end-users. Additionally, Gabriel intends to deploy collocation facilities at incumbent LEC central offices, which will permit connection to standard unbundled loops and the offering of xDSL services. These leased facilities, when connected to Gabriel's equipment, will result in a network which allows integrated provision of voice, data, video, fax, Internet access and related services. Gabriel plans to install its switching platforms and related equipment in central network hubs to serve each of its markets, and will offer service to customers throughout its market areas by leasing lines from

customer premises to Gabriel's hub. Through its combination of ATM packet switched and digital circuit switched technologies, Gabriel will offer customers an integrated set of telecommunications services and products, including local dial tone and advanced local features, exchange access, long distance, local area network interconnection, ATM and frame relay data transmission, Internet access and other services. Initially, Gabriel intends to offer service in the State in the Nashville and Memphis metropolitan areas.

Q: What services will Gabriel offer?

A: Gabriel seeks authority to provide a full range of local, exchange access, interexchange (Including interLATA and intraLATA) and switched and special access telecommunications services throughout the State of Tennessee. Gabriel intends to offer this broad range of telecommunications services through the use of its own switching facilities, combined with facilities leased from incumbent local exchange carriers or other facilities-based carriers, resold services and through a combination of these provisioning approaches. Consequently, Gabriel seeks certification to provide all of the services that can be provided by a local exchange company under the TRA's rules. Gabriel also seeks certification to provide all services that can be provided by facilities-based interexchange service providers and long distance resellers in Tennessee. Gabriel intends to provide access services as well as flat rate local exchange service, EAS service, toll restriction, call control options, tone dialing, custom calling services, caller ID, and other services. Gabriel will offer these services to business customers in its

service areas. Gabriel will provide all those services required by TRA Rule 1220-4-8-.04(3)(b).

Q: Will the granting of a certificate of convenience and necessity to Gabriel serve the public interest and need?

A: Yes. The grant of a certificate of public convenience and necessity to Gabriel to provide facilities-based and resold services within Tennessee will benefit the public because it will increase competition and customer choice for users of interexchange, exchange access, and local exchange services. By increasing competition, Gabriel's provision of service is expected to improve the price and quality of telephone service in Tennessee. Moreover, Gabriel's entry into the market will neither prejudice nor disadvantage any class of telephone customers or providers. To the contrary, the presence of another authorized carrier will provide additional consumer choice, promote competition, lower prices, and stimulate development of additional telecommunications services.

Q: Has Gabriel filed its small and minority-owned business participation plan?

A: Yes.

Q: Has Gabriel filed its toll dialing parity plan?

A: Yes.

Q: Will Gabriel offer telecommunications services in areas served by rural telecommunications carriers or telephone cooperatives?

A: Gabriel seeks statewide authority to the extent permitted by law. Unless otherwise permitted by federal or state law, Gabriel does not plan to offer local exchange telecommunications services in areas served by any incumbent local

exchange telephone company with fewer than 100,000 total access lines, except for those that have voluntarily entered into an agreement with a competing telecommunications service provider or that have applied to provide telecommunications services in an area outside its service area existing as of June 6, 1995. Gabriel also does not plan to provide such services in any area served by a telephone cooperative unless otherwise permitted by applicable federal or state law. Gabriel reserves the right to expand its services into these areas should any rulings of the TRA or any court or administrative agency allow the provision of service in such areas.

Q: Is Gabriel authorized to provide telecommunications services in any other states?

A: Gabriel is licensed to provide local service in Missouri, Kansas, Oklahoma, Arkansas, Illinois, Ohio, and Indiana. No application for authority in a state has been denied.

Q: Who is knowledgeable about Gabriel's operations and will serve as Gabriel's regulatory and customer service contacts?

A: I am knowledgeable about Gabriel's operations and will serve as the responsible regulatory officer for the TRA to contact regarding Gabriel's filing requirements subsequent to certificate approval. Diane Powers, Gabriel Communications' Director, Service Delivery, is responsible for customer care matters. She can be contacted at 1-800-400-5230.

Q: Has Gabriel been involved in any pertinent mergers or acquisitions?

A: No.

Q: Will Gabriel comply with all applicable statutes, rules and order pertaining to the provision of telecommunications services in Tennessee?

A: Yes.

Q: Does this conclude your testimony?

A: Yes.

Edward J. Cadieux

Edward J. Cadieux
Gabriel Communications of Tennessee, Inc.

Subscribed and sworn to me this 1st day of MAY, 2000.

Ellen Rubin

Notary Public
State of Missouri
County of Saint Louis
My Commission expires: _____

